

June 4, 2013

To Shareholders:

Tamotsu Fukushima
Representative Director and President
Benesse Holdings, Inc.
3-7-17 Minamigata, Kita-ku, Okayama-shi,
Okayama, Japan
(Ticker Code: 9783)

**Partial Revision of the Notice of Convocation of the
Ordinary General Shareholders' Meeting for the 59th Period**

On June 3, 2013, changes took place to items in the “Reference Materials for the General Shareholders’ Meeting” segment of the Company’s Notice of Convocation of the Ordinary General Shareholders’ Meeting for the 59th Period sent out on May 31. We hereby announce below the revisions to the Notice of Convocation. Please note that the revisions will not be announced by postal mail.

1. Revisions

Page 3: “Reference Materials for the General Shareholders’ Meeting”

Number of Shares of the Company Held by Soichiro Fukutake, a Candidate for Director

Original: 42,500 shares

Revised: 0 shares

Page 14: “Reference Materials for the General Shareholders’ Meeting”

Notes:

Original: 1. (1) Soichiro Fukutake, a candidate for director, holds the number of shares indicated in the above chart. In addition, efu Investment Limited, an asset management and investment corporation of which Soichiro Fukutake is representative, placed 13,618,000 shares of the Company as trust assets with the Master Trust Bank of Japan, Ltd.

Revised: 1. (1) efu Investment Limited, an asset management and investment corporation of which Soichiro Fukutake (a candidate for director) is representative, holds 14,168,000 shares of the Company, 13,618,000 of which it placed as trust assets with the Master Trust Bank of Japan, Ltd.

2. Reasons for Revisions

The revisions are due to such reasons as the transfer of the Company shares held by Soichiro Fukutake, a candidate for director, to efu Investment Limited on June 3, 2013.